



ATLAS STRATEGIC ADVISORS, LLC  
140 E. 45th Street, Flr 23  
New York, NY 10017

June 17, 2010

Debtors  
Attn: Cheryl Moorman  
c/o Rock & Republic Enterprises, Inc.  
3523 Eastham Drive  
Culver City, CA 90232

**INVOICE # 0005 - Rock & Republic Enterprises, Inc. - Project Rome**

Description		Amount (US\$)
Monthly Retainer Fee - May 2010	\$	20,000.00
<i>Fee incurred as per our engagement letter dated March 26, 2010</i>		
<b>Total</b>	<b>\$</b>	<b>20,000.00</b>

**Kindly wire payment to:**

Atlas Strategic Advisors, LLC  
Acc # 74396909  
Citibank N.A.  
Routing # 021-0000-89  
Branch # 165  
95 Pondfield Road  
Bronxville, NY 10708

### Investment Banking Services

Date	Description	Time	Team
1-May-10	Call with client regarding next steps	3	JS, NE
3-May-10	Update to CIT regarding selling process, Discussion with FTI regarding professional fees, modeling of cash flow forecast for company, calls/emails with potential buyers	10	JS, NE
4-May-10	Calls/emails with potential buyers, modeling of cash flow forecast for company, call with CIT	8	JS, NE
5-May-10	Response to diligence requests, calls with potential buyers, calls/emails with company, response to FTI, preparation of materials for meeting with creditors committee	10	JS, NE
6-May-10	Meeting with creditors committee, interaction with company, calls/emails with potential buyers	16	JS, NE
7-May-10	Calls/emails with potential buyers, preparation of bidding materials for potential buyers, fielding of bids from potential buyers, analysis of bids, response to diligence questions, response to questions from FTI	10	JS, NE
8-May-10	Review/markup of term-sheets and bid guidelines	5	JS, NE
9-May-10	Review of term sheets with client	1	JS, NE
10-May-10	Calls/emails with potential buyers, negotiations with potential buyer, update call with client, emails with FTI	10	JS, NE
11-May-10	Negotiations with potential buyers, term-sheet revisions, update call with company, analysis of royalty revenue	8	JS, NE
12-May-10	Meetings with potential buyers, analysis of term-sheets	10	JS, NE
13-May-10	Revisions to potential buyers' term sheet, calls/emails with potential buyers	2	JS, NE
14-May-10	Negotiations with potential buyer	5	JS, NE
15-May-10	Negotiations with potential buyer	2	JS, NE
16-May-10	Negotiations with potential buyer	3	JS, NE
17-May-10	Evaluation of Offers, term sheet revisions, update with client	12	JS, NE
18-May-10	Revisions to term sheet, update with client	12	JS, NE
19-May-10	Evaluation of capital structures and modeling of 2010 forecast, update with client, outreach to mezzanine funds	14	JS, NE
20-May-10	Negotiations with RKF, preparation of filings for transaction expenses, evaluation of capital structure and modeling of 2010 forecast, outreach to mezzanine funds	10	JS, NE
21-May-10	Outreach to mezzanine funds, evaluation of capital structure and modeling of 2010 forecast	12	JS, NE
24-May-10	Negotiation of NDA with Mezzanine funds, negotiation of LOI	10	JS, NE
25-May-10	Evaluation of capital structure and 2010 forecast, negotiation of NDA with Mezzanine funds, update with client	14	JS, NE
26-May-10	Negotiation of NDA with Mezzanine funds, meeting with mezzanine fund, meeting with potential buyer	10	JS, NE
27-May-10	Information request from mezzanine fund, work on budget	6	JS, NE
28-May-10	Completion of NDA with mezzanine funds	3	JS, NE

June 17, 2010

Debtors

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**INVOICE # 0006 - Rock & Republic Enterprises, Inc. - Project Rome**

Description			Amount (US\$)
Date	Team	Description	Amount
1-May-10	JS,NE	Confidential Information Memo Sent to potential buyer	\$44.75
1-May-10	JS,NE	Confidential Information Memo Sent to potential buyer	\$44.75
1-May-10	JS,NE	Calls to potential buyers re: Info Memo	\$8.45
3-May-10	JS,NE	Confidential Information Memo Sent to potential buyer	\$36.97
3-May-10	JS,NE	Confidential Information Memo Sent to potential buyer	\$17.99
3-May-10	JS,NE	Confidential Information Memo Sent to potential buyer	\$39.96
3-May-10	JS,NE	Confidential Information Memo Sent to potential buyer	\$37.29
3-May-10	JS,NE	Confidential Information Memo Sent to potential buyer	\$39.96
3-May-10	JS,NE	Confidential Information Memo Sent to potential buyer	\$35.44
3-May-10	JS,NE	Confidential Information Memo Sent to potential buyer	\$33.62
3-May-10	JS,NE	Confidential Information Memo Sent to potential buyer	\$36.45
3-May-10	JS,NE	Confidential Information Memo Sent to potential buyer	\$24.11
3-May-10	JS,NE	Confidential Information Memo Sent to potential buyer	\$41.21
3-May-10	JS,NE	Confidential Information Memo Sent to potential buyer	\$39.96
3-May-10	JS,NE	Confidential Information Memo Sent to potential buyer	\$15.01
3-May-10	JS,NE	Confidential Information Memo Sent to potential buyer	\$44.59
3-May-10	JS,NE	Confidential Information Memo Sent to potential buyer	\$36.45
3-May-10	JS,NE	Confidential Information Memo Sent to potential buyer	\$14.19
3-May-10	JS,NE	Confidential Information Memo Sent to potential buyer	\$14.19
3-May-10	JS,NE	Confidential Information Memo Sent to potential buyer	\$26.25
3-May-10	JS,NE	Confidential Information Memo Sent to potential buyer	\$23.57
3-May-10	JS,NE	Confidential Information Memo Sent to potential buyer	\$44.59
3-May-10	JS,NE	Confidential Information Memo Sent to potential buyer	\$14.19
3-May-10	JS,NE	Calls to potential buyers re: Info Memo	\$11.06
3-May-10	JS	Taxi in NYC - working late	\$6.21
4-May-10	JS,NE	Evening meal - working late	\$33.90
4-May-10	JS	Taxi in NYC - conference call with potential buyer	\$8.05
4-May-10	JS	Taxi in NYC - working late	\$5.60
5-May-10	JS	Taxi in NYC - working late	\$5.90
6-May-10	JS	Taxi in NYC - working late	\$8.40
6-May-10	JS	Taxi in NYC - working late	\$8.05
11-May-10	JS	Taxi in NYC - working late	\$8.70
12-May-10	JS	Breakfast Mtg w/ J Seifer	\$83.62
12-May-10	JS	Taxi in NYC - working late	\$18.02
13-May-10	JS	Taxi in NYC - working late	\$7.60
13-May-10	JS	Taxi in NYC - working late	\$12.65
14-May-10	JS	Taxi in NYC - working late	\$5.40
17-May-10	JS	Breakfast meeting with potential buyer	\$99.92
17-May-10	JS	Taxi in NYC - meeting to office	\$6.00
17-May-10	JS,NE	Evening meal - working late	\$35.00
25-May-10	JS,NE	Evening meal - working late	\$28.04
26-May-10	JS	Taxi in NYC - working late	\$8.00
28-May-10	JS	Taxi in NYC - working late	\$7.60
28-May-10	JS,NE	Follow-up calls to potential buyers re: Confidential Information Memo	\$15.70

Expenses incurred as per our engagement letter dated March 26, 2010

**Total** **\$1,137.36**

Kindly wire payment to:

Atlas Strategic Advisors, LLC  
Acc # 74396909  
Citibank N.A.  
Routing # 021-0000-89  
Branch # 165  
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Bronxville, NY 10708